

AMPHENOL CORP /DE/  
Form 4  
October 28, 2004

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TWAALFHOVEN MARK**

(Last) (First) (Middle)

**1912 CONVENTION PLAZA  
APTS.-1 HARBOUR RD**

(Street)

**WANCHAI, HONG KONG**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AMPHENOL CORP /DE/ [APH]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/26/2004**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SR VP & GGM COMM CONNECTORS**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	10/26/2004		M		4,000 A \$ 12.8594	4,000	D
Class A Common Stock	10/26/2004		M		3,800 A \$ 24.7813	7,800	D
Class A Common Stock	10/26/2004		M		7,800 A \$ 20.615	15,600	D
Class A Common	10/26/2004		M		1,400 A \$ 20.615	17,000	D

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Stock

Class A  
Common Stock 10/26/2004 S 17,000 D \$ 33.7501 0 D

Class A  
Common Stock 10/27/2004 M 11,200 A \$ 21.905 11,200 D

Class A  
Common Stock 10/27/2004 M 5,800 A \$ 20.09 17,000 D

Class A  
Common Stock 10/27/2004 S 17,000 D \$ 34.1118 0 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 6.5					05/19/2002 05/19/2007	Class A Common Stock 200
Stock Option	\$ 8					10/26/2003 10/26/2008	Class A Common Stock 200
Stock Option	\$ 9.5469					04/22/2004 04/22/2009	Class A Common Stock 200
Stock Option	\$ 12.8594	10/26/2004		M	4,000	10/01/2004 10/01/2009	Class A Common Stock 4,000

